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December 20, 2000

VIA OVERNIGHT DELIVERY

K. David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

Re: Docket No. 00-00988; Notice of *Pro Forma* Corporate Reorganization

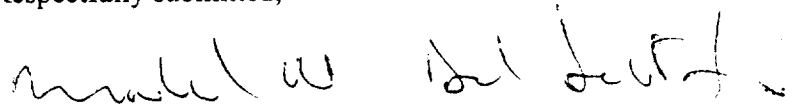
Dear Mr. Waddell:

American Fiber Systems, Inc. ("American Fiber"), by its undersigned counsel, hereby notifies the Tennessee Regulatory Authority (the "Authority") of American Fiber's *pro forma* corporate reorganization as described in footnote one on page two of its certification application filed with the Authority on November 1, 2000.

American Fiber has completed the internal *pro forma* reorganization as detailed in the application. Specifically, American Fiber created a holding company, American Fiber Systems Holding Corp., and established that company as the parent of American Fiber. There has been no change in control of the company, and the management team and financial statements remain the same as detailed in the application. Attached please find a chart illustrating the *pro forma* reorganization.

Please date stamp and return the enclosed extra copy of this filing in the self-addressed, postage-prepaid envelope provided. Should you have any questions concerning this matter, please do not hesitate to contact me undersigned at (202) 945-6923.

Respectfully submitted,



Ronald W. Del Sesto, Jr.

Counsel for American Fiber Systems, Inc.

Enclosure

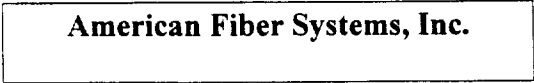
cc: Bruce Frankiewich
Gita Ramachandran

POSTED
01-02-01

Organizational Chart

Corporate Structure Prior to Reorganization

American Fiber Systems, Inc.



Corporate Structure After Reorganization

**American Fiber Systems
Holding Corp.**



American Fiber Systems, Inc.

